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SUZANNE M TeBEAU

*NOT ADMITTED IN D C

August 15, 1991

17442-B
AUG 15 1991 1 12 PM

1-227A023

VIA HAND DELIVERY

INTERSTATE COMMERCE COMMISSION

The Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Amendment to Equipment Lease

Dear Mr. Strickland:

Enclosed herewith please find and original and one true copy of the document described below, to be recorded pursuant to § 11303 of Title 49 of the U.S. Code.

This document is a Lease Supplement No. 2, a secondary document, dated August 7, 1991.

The primary document to which this is connected is recorded under Recordation No. 17442.

The names and addresses of the parties to the documents are as follows:

Lessor:

Barclays Leasing, Inc.
201 South Tryon Street
Charlotte, North Carolina 28231

Handwritten signature: C. Greenleaf

The Hon. Sidney L. Strickland, Jr.
August 15, 1991
Page 2

Lessee:

SouthRail Corporation
111 East Capitol Street
Jackson, Mississippi 39201

This secondary document, the Lease Supplement No. 2, amends Exhibit C of the primary document, the Equipment Lease, so that the Last Basic Rent Date is listed as July 10, 2001.

A description of the equipment covered by the document is attached hereto as Exhibit A.

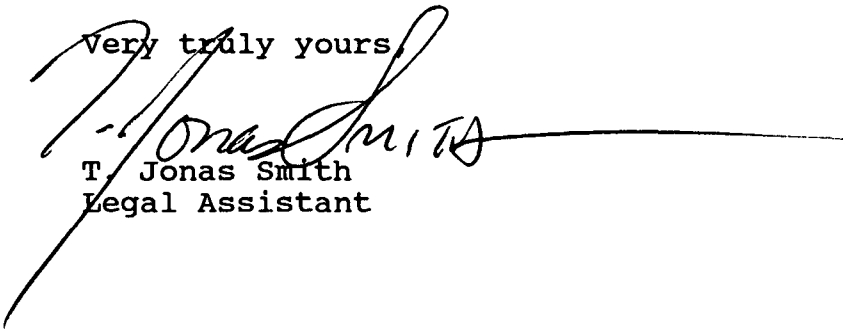
A filing fee of \$15.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the representative of this firm filing this document.

A short summary of the document to appear in the index follows:

8/7/91 Lease Supplement No. 2 between
Barclays Leasing, Inc., Lessor, and
SouthRail Corporation, Lessee, amending
Exhibit C of the original Equipment Lease.

Thank you for your attention to this matter. Please call if you have any questions.

Very truly yours,



T. Jonas Smith
Legal Assistant

EXHIBIT A
TO EQUIPMENT LEASE
DATED AS OF JULY 18, 1991 BETWEEN
BARCLAYS LEASING, INC.
AND
SOUTHRAIL CORPORATION

SOU 140500	SOU 140575	SOU 140650	SOU 140725	SOU 140800
SOU 140501	SOU 140576	SOU 140651	SOU 140726	SOU 140801
SOU 140502	SOU 140577	SOU 140652	SOU 140727	SOU 140802
SOU 140503	SOU 140578	SOU 140653	SOU 140728	SOU 140803
SOU 140504	SOU 140579	SOU 140654	SOU 140729	SOU 140804
SOU 140505	SOU 140580	SOU 140655	SOU 140730	SOU 140805
SOU 140506	SOU 140581	SOU 140656	SOU 140731	SOU 140806
SOU 140507	SOU 140582	SOU 140657	SOU 140732	SOU 140807
SOU 140508	SOU 140583	SOU 140658	SOU 140733	SOU 140808
SOU 140509	SOU 140584	SOU 140659	SOU 140734	SOU 140809
SOU 140510	SOU 140585	SOU 140660	SOU 140735	SOU 140810
SOU 140511	SOU 140586	SOU 140661	SOU 140736	SOU 140811
SOU 140512	SOU 140587	SOU 140662	SOU 140737	SOU 140812
SOU 140513	SOU 140588	SOU 140663	SOU 140738	SOU 140813
SOU 140514	SOU 140589	SOU 140664	SOU 140739	SOU 140814
SOU 140515	SOU 140590	SOU 140665	SOU 140740	SOU 140815
SOU 140516	SOU 140591	SOU 140666	SOU 140741	SOU 140816
SOU 140517	SOU 140592	SOU 140667	SOU 140742	SOU 140817
SOU 140518	SOU 140593	SOU 140668	SOU 140743	SOU 140818
SOU 140519	SOU 140594	SOU 140669	SOU 140744	SOU 140819
SOU 140520	SOU 140595	SOU 140670	SOU 140745	SOU 140820
SOU 140521	SOU 140596	SOU 140671	SOU 140746	SOU 140821
SOU 140522	SOU 140597	SOU 140672	SOU 140747	SOU 140822
SOU 140523	SOU 140598	SOU 140673	SOU 140748	SOU 140823
SOU 140524	SOU 140599	SOU 140674	SOU 140749	SOU 140824
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SOU 140530	SOU 140605	SOU 140680	SOU 140755	SOU 140830
SOU 140531	SOU 140606	SOU 140681	SOU 140756	SOU 140831
SOU 140532	SOU 140607	SOU 140682	SOU 140757	SOU 140832
SOU 140533	SOU 140608	SOU 140683	SOU 140758	SOU 140833
SOU 140534	SOU 140609	SOU 140684	SOU 140759	SOU 140834
SOU 140535	SOU 140610	SOU 140685	SOU 140760	SOU 140835
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SOU 140537	SOU 140612	SOU 140687	SOU 140762	SOU 140837
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SOU 140541	SOU 140616		SOU 140766	SOU 140841
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SOU 140552	SOU 140627	SOU 140702	SOU 140777	SOU 140929
SOU 140553	SOU 140628	SOU 140703	SOU 140778	SOU 140930
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SOU 140555	SOU 140630	SOU 140705	SOU 140780	
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SOU 140557	SOU 140632	SOU 140707	SOU 140782	
SOU 140558	SOU 140633	SOU 140708	SOU 140783	
SOU 140559	SOU 140634	SOU 140709	SOU 140784	
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SOU 140561	SOU 140636	SOU 140711	SOU 140786	
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SOU 140563	SOU 140638	SOU 140713	SOU 140788	
SOU 140564	SOU 140639	SOU 140714	SOU 140789	
SOU 140565	SOU 140640	SOU 140715	SOU 140790	
SOU 140566	SOU 140641	SOU 140716	SOU 140791	
SOU 140567	SOU 140642	SOU 140717	SOU 140792	
SOU 140568	SOU 140643	SOU 140718	SOU 140793	
SOU 140569		SOU 140719	SOU 140794	
SOU 140570	SOU 140645	SOU 140720	SOU 140795	
SOU 140571	SOU 140646	SOU 140721	SOU 140796	
SOU 140572	SOU 140647	SOU 140722	SOU 140797	
SOU 140573	SOU 140648	SOU 140723	SOU 140798	
SOU 140574	SOU 140649	SOU 140724	SOU 140799	

8/15/91

Interstate Commerce Commission
Washington, D.C. 20423

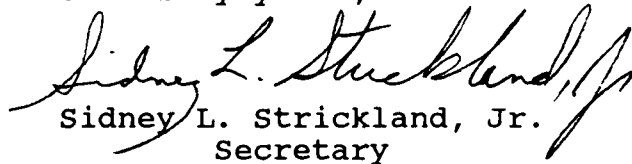
OFFICE OF THE SECRETARY

T. Jonas Smith
Weiner, McCaffrey, Brodsky
Kaplan & Levin
1350 New York Avenue Suite 800
Washington, D.C. 20005-4797

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/15/91 at 8/15/91, and assigned recordation number(s). 17442-B

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

LEASE SUPPLEMENT NO. 2

17442-13
AUG 15 1991 - 1:25 PM
INTERSTATE COMMERCE COMMISSION

This Lease Supplement No. 2, dated as of August 7, 1991, is by and between BARCLAYS LEASING, INC., a North Carolina corporation (the "Lessor") and SOUTHRAIL CORPORATION, a Delaware corporation (the "Lessee").

W I T N E S S E T H:

Whereas, the Lessor and the Lessee have heretofore entered into that certain Equipment Lease dated as of July 19, 1991, as amended by a Lease Supplement No. 1, dated as of July 24, 1991 (the "Lease");

Whereas, Exhibit C to the Lease erroneously listed the Last Basic Rent Date as August 10, 2001, and the parties desire to correct this error.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the Lessor and the Lessee hereby agree as follows:

1. Exhibit C to the Lease is amended so that the Last Basic Rent Date is listed as July 10, 2001.

IN WITNESS WHEREOF the Lessor and the Lessee have caused this Lease Supplement No. 2 to be duly executed as of the day and year first written above.

BARCLAYS LEASING, INC.

By: [Signature]

Its: [Signature]

SOUTHRAIL CORPORATION

By: [Signature]

Its: CHAIRMAN

STATE OF NORTH CAROLINA)

COUNTY OF MECKLENBURG)

This 8th day of August, 1991, personally came before me W.D. Thompson who, being by me duly sworn, says that he is the Senior Vice President of Barclays Leasing, Inc., and that the seal affixed to the foregoing instrument in writing is the corporate seal of the company, and that the said writing was signed and sealed by him, in behalf of said corporation, by its authority duly given. And the said Assistant Secretary acknowledged said writing to be the act and deed of said corporation.

Judy J. Morris
Notary Public

My Commission Expires:

9-2-95

[SEAL]

DISTRICT OF)

COLUMBIA)

On this 7th day of August, 1991, before me personally, appeared Mark M. Levin, to me known to be the person described in and who executed the foregoing instrument and who acknowledged that the executed the same as his free act and deed.

Alisa Burriss
Notary Public

My Commission Expires:

My Commission Expires September 14, 1993

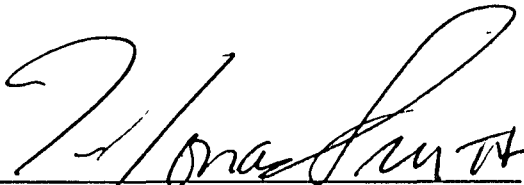
[SEAL]

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AFFIDAVIT


I, T. Jonas Smith, being first duly sworn upon oath, depose and say that I have compared the document attached, a copy of the Lease Supplement No. 2 dated as of August 7, 1991, between Barclays Leasing, Inc. and SouthRail Corporation with the original document and that the copy is complete and identical in all respects to the original document.

Dated this 14th day of August 1991.


T. Jonas Smith

*Washington
District of Columbia*

Subscribed and sworn to before me, a Notary Public, this 14th day of August 1991.


Notary Public

My commission expires May 14 1995

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